

SECURITIES AND EXCHANGE COMMISSION

FORM NT 10-K

Notice under Rule 12b25 of inability to timely file all or part of a Form 10-K, 10-KSB, or 10KT

Filing Date: **2013-03-19** | Period of Report: **2012-12-31**
SEC Accession No. [0001188112-13-000712](#)

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FILER

OTELCO INC.

CIK: [1288359](#) | IRS No.: **522128395** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **NT 10-K** | Act: **34** | File No.: [001-32362](#) | Film No.: **13699812**
SIC: **4813** Telephone communications (no radiotelephone)

Mailing Address
505 THIRD AVE E
ONEONTA AL 35121

Business Address
505 THIRD AVE E
ONEONTA AL 35121
205-625-3574

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
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FORM 12b-25

SEC FILE NUMBER

1-32362

NOTIFICATION OF LATE FILING

CUSIP NUMBER

688823202

(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D
 Form N-SAR Form N-CSR

For Period
Ended: December 31, 2012
 Transition Report on Form
10-K
 Transition Report on Form
20-F
 Transition Report on Form
11-K
 Transition Report on Form
10-Q
 Transition Report on Form
N-SAR
For the Transition Period
Ended: _____

Read Instruction (on back page) Before Preparing Form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Otelco Inc.

Full Name of Registrant

N/A

Former Name if Applicable

505 Third Avenue East

Address of Principal Executive Office (*Street and Number*)

Oneonta, Alabama 35121

City, State and Zip Code

PART II — RULE 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
 - (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
 - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.
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PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

As previously disclosed in the Current Report on Form 8-K filed by Otelco Inc. (“Otelco”) on February 1, 2013, Otelco and each of its direct and indirect subsidiaries (together with Otelco, the “Company”) entered into a Restructuring Support Agreement (the “Support Agreement”) on January 31, 2013. Pursuant to the Support Agreement, the Company agreed, among other things, to (a) commence a solicitation for acceptances of a prepackaged chapter 11 plan of reorganization (the “Plan”) for the Company in accordance with the terms of the Support Agreement and the term sheet attached thereto (the “Solicitation”) by no later than February 14, 2013 and (b) commence reorganization cases (the “Chapter 11 Cases”) for the Company by filing voluntary petitions under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware as soon as practicable after the completion of the deadline to submit votes to accept or reject the Plan pursuant to the Solicitation, and, in any event, no later than April 3, 2013.

Otelco has been occupied with matters relating to the Solicitation and the commencement of the Chapter 11 Cases. Accordingly, Otelco has had insufficient time and resources to be able to file its Annual Report on Form 10-K for the fiscal year ended December 31, 2012 within the prescribed time period without unreasonable effort or expense. Otelco anticipates that it will file its Annual Report on Form 10-K for the fiscal year ended December 31, 2012 prior to the fifteenth calendar day following the prescribed due date.

PART IV — OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Curtis L. Garner, Jr. (Name) 205 (Area Code) 625-3574 (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Otelco Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date March 19, 2013 By /s/ Curtis L. Garner, Jr.
Name: Curtis L. Garner, Jr.
Title: Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative’s authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION
Intentional misstatements or omissions of fact constitute Federal Criminal Violations (see 18 U.S.C. 1001).

